

DECLARATION AND POWER OF ATTORNEY
FOR PATENT APPLICATION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

SYSTEMS AND METHODS FOR SUPPLEMENTING ON-DEMAND MEDIA

the specification of which

(check [X] is attached hereto
one)

[] was filed on _____ as
Application No. _____ and
was amended on _____
(if applicable)

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I do not know and do not believe that the invention was ever patented or described in any printed publication in any country before my or our invention thereof or more than one year prior to this application.

I do not know and do not believe that the invention was in public use or on sale in the United States of America more than one year prior to this application.

I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known by me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, § 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior Foreign Application(s)

			<u>Priority Claimed</u>	
<u> </u>	<u> </u>	<u> </u>	<u>[]</u>	<u>[]</u>
(Number)	(Country)	(Day/Month/Year Filed)	Yes	No
<u> </u>	<u> </u>	<u> </u>	<u>[]</u>	<u>[]</u>
(Number)	(Country)	(Day/Month/Year Filed)	Yes	No

I hereby claim the benefit under Title 35, United States Code § 119(e) of any United States provisional application(s) listed below.

<u>60/239,521</u>	<u>October 11, 2000</u>
(Application Serial No.)	(Filing Date)
<u>60/252,171</u>	<u>November 20, 2000</u>
(Application Serial No.)	(Filing Date)
<u>60/270,351</u>	<u>February 21, 2001</u>
(Application Serial No.)	(Filing Date)

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known by me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

<u> </u>	<u> </u>	<u> </u>
(Application Serial No.)	(Filing Date)	(Status) (patented, pending, abandoned)
<u> </u>	<u> </u>	<u> </u>
(Application Serial No.)	(Filing Date)	(Status) (patented, pending, abandoned)

As a named inventor, I hereby appoint the following attorneys or agents to prosecute this application and transact all business in the United States Patent and Trademark Office connected therewith:

<u>Margaret A. Pierri, Esq. (Reg. No. 30,709)</u>
<u>Richard M. Feustel, Jr., Esq. (Reg. No. 46,698)</u>
<u>Pejman Sharifi, Esq. (Reg. No. 45,097)</u>

Send correspondence to: Richard M. Feustel, Jr.
FISH & NEAVE
1251 Avenue of the Americas
New York, New York 10020-1104

Direct telephone calls to: Richard M. Feustel, Jr.
(212) 596-9000

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor William L. Thomas

First Inventor's signature William L. Thomas 10/02/01
Date

Residence 11611 South 70th East Avenue, Bixby, Oklahoma
74008

Citizenship U.S.A.

Post Office Address 11611 South 70th East Avenue, Bixby,
Oklahoma 74008

Full name of second joint inventor Michael D. Ellis

Second Inventor's signature Michael D. Ellis 10/5/01
Date

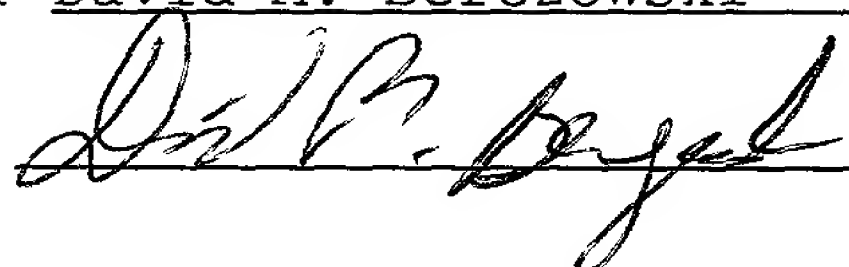
Residence 1300 Kingwood Place, Boulder, Colorado 80304

Citizenship U.S.A.

Post Office Address 1300 Kingwood Place, Boulder, Colorado
80304

Full name of third inventor David M. Berezowski

Third Inventor's signature

 10/2/01
Date

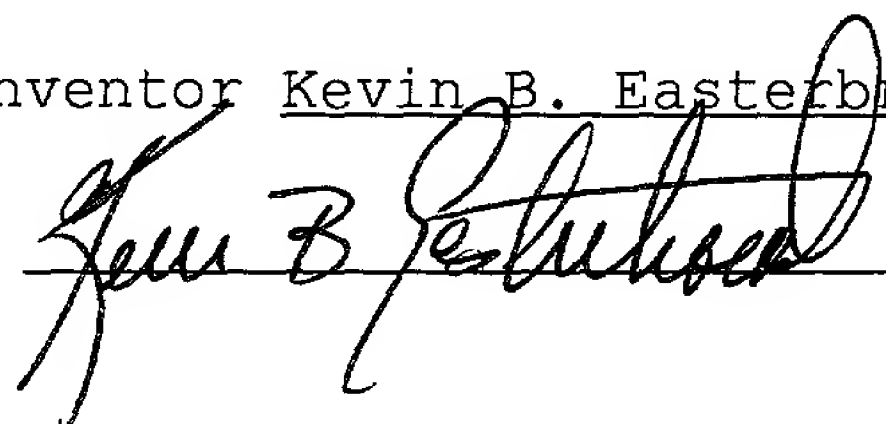
Residence 6706 South 91st East Avenue, Tulsa, Oklahoma 74133

Citizenship Canada

Post Office Address 6706 South 91st East Avenue, Tulsa,
Oklahoma 74133

Full name of fourth joint inventor Kevin B. Easterbrook

Fourth Inventor's signature

 10/4/01
Date


Residence 555 Clear Brook Lane, Monument, Colorado 80132

Citizenship U.S.A.

Post Office Address 555 Clear Brook Lane, Monument, Colorado
80132

Full name of fifth joint inventor Joseph P. Baumgartner

Fifth Inventor's signature

 10-8-01
Date

Residence 2830 East 82nd Street, Tulsa, Oklahoma 74137

Citizenship U.S.A.

Post Office Address 2830 East 82nd Street, Tulsa, Oklahoma
74137